

BURLINGTON NORTHERN INC.

October 1, 1984

RECORDATION NO. 7217 A
Filed 1425

OCT 3 1984 12 35 PM

INTERSTATE COMMERCE COMMISSION

James H. Bayne, Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Secretary Bayne:

Enclosed for filing pursuant to Section 11303 of the Interstate Commerce Act are three counterparts of the Bill of Sale by which all right, title and interest in and to the presently existing equipment covered by the Burlington Northern Inc. Conditional Sale Agreement dated as of September 20, 1973 is conveyed to Burlington Northern Railroad Company.

The Agreement constituting the above Conditional Sale Agreement was recorded with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act and assigned recordation numbers as follows:

Burlington Northern Inc. Conditional Sale Agreement dated as of September 20, 1973 with Gunderson, Inc. as builder was recorded with the Interstate Commerce Commission on November 7, 1973 - ICC Recordation No. 7217.

A general description of the equipment covered by the enclosed Bill of Sale is described in Schedule "A" of said document.

The names and addresses of the parties to this transaction are:

The Northern Trust Company
50 S. LaSalle St.
Chicago, IL 60690

Burlington Northern Railroad Company
3800 Continental Plaza
777 Main Street
Ft. Worth, TX 76102

The \$10.00 recordation fee for your services is enclosed.

Letter to Secretary Bayne
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Please stamp the enclosed copy of this letter and two counterparts of the agreement with the recordation data of the Commission and return it to the bearer of this letter:

Mr. Greg Rhoads
Kunkel Transportation Services, Inc.
Pennsylvania Building, Suite 523
425 - 13th Street, N.W.
Washington, D.C.

Very truly yours,



Deborah Blucher
Secretary to the
Law Department
(206) 467-3869

Enclosures

DSB:db

REGISTRATION NO. 72171A
OCT 3 1984 12 35 PM
INTERSTATE COMMERCE COMMISSION

Executed in 8 counterparts of
which this is counterpart No. 05

BILL OF SALE

WHEREAS, FMC Corporation and Gunderson, Inc. (hereinafter called the "Builders") and Burlington Northern Inc. (now Burlington Northern Railroad Company), hereinafter called the "Railroad", have entered into Conditional Sale Agreements dated as of September 20, 1973 (hereinafter called the "Agreements"), covering the railroad equipment described in Schedule A hereto (hereinafter called the "Equipment"), and all right, title and interest of the Builders in and to the Agreements, was assigned to The Northern Trust Company, as Agent (hereinafter called the "Agent"), pursuant to Agreements and Assignments dated as of September 20, 1973 between the Builders and the Agent; and said Agreements and Assignments were filed on November 29, 1973 as No. 7250 and November 7, 1973 as No. 7217 respectively, with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act;

WHEREAS, the Agent has been paid the full indebtedness in respect of the purchase price of the Equipment, together with interest and all other payments as provided in the Agreements and the Railroad has performed all obligations therein contained;

NOW, THEREFORE, the Agent, in accordance with the provisions of the Agreements does hereby (a) acknowledge that the Agreements have been satisfied in full and (b) sell, assign and transfer to the Railroad all its title and property interest in the Equipment described in Schedule A, free of all liens and encumbrances created or retained by the Agreements.

This Bill of Sale is simultaneously executed in several counterparts, each of which so executed, is deemed to be an original, and such counterparts together constitute but one and the same instrument.

IN WITNESS WHEREOF, The Northern Trust Company, as Agent as aforesaid, has caused its corporate seal to be hereunto subscribed and its corporate Seal to be hereunto duly affixed and attested by its officers thereunto duly authorized this 24 day of September, 1984.

THE NORTHERN TRUST COMPANY

By

Blewing J. Griffith

Title: Commercial Banking Officer

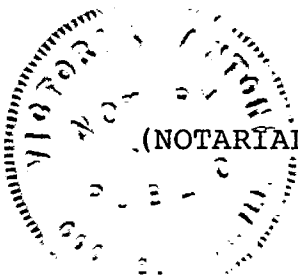
ATTEST:

Fred K. Stewart

STATE OF Illinois)
COUNTY OF Cook) SS

On this 24th day of September, 1984, before me personally appeared Beverly J. Huffitt, to me personally known, who being by me duly sworn, says that he is a Commercial Banking Officer of The Northern Trust Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Victoria Antoni



(NOTARIAL SEAL)

SCHEDULE A

Burlington Northern Inc. Conditional Sale Agreement dated
September 20, 1973

Equipment List

<u>Number</u>	<u>Description</u>	<u>Series</u>
176	100-Ton Covered Hopper Cars	BN 452424-452443, 452445-452466, 452468-452481, 452483-452495, 452497-452537, 452539-452563, 452565-452573, 452575-452586, 452588-452599